

(Department of Corporations Use Only)

Fee paid \$ \_\_\_\_\_

Receipt No. \_\_\_\_\_

DEPARTMENT OF CORPORATIONS FILE NO., if any: \_\_\_\_\_

Insert File Number(s) of Previous Filings  
Before the Department, if any.

**1**

COMMISSIONER OF CORPORATIONS  
STATE OF CALIFORNIA

**FIRST NOTICE OF TRANSACTION  
PURSUANT TO CORPORATIONS CODE SECTION 25102(n)**

Check One: ☐ Transaction under Section 25102(n)

☐ Transaction under Rule 260.103 with Notice pursuant to Section 25102(n)

FEE: \$600.00 (For Section 25102(n) filings including transactions under Section 25102(n) and Rule 260.103)  
See Corporations Code Section 25608(x)

1. Name of Issuer: \_\_\_\_\_

2. Address of Issuer: \_\_\_\_\_  
Street City State ZIP

Mailing Address: \_\_\_\_\_  
Street City State ZIP

3. Area Code and Telephone Number: \_\_\_\_\_

4. Incorporation or organization of the Issuer. Check one:

☐ Issuer is a California corporation.

☐ Issuer is a foreign corporation subject to Corporations Code Section 2115. Issuer's state (or other jurisdiction) of incorporation or organization: \_\_\_\_\_.

☐ Issuer is another form of business entity organized under the laws of California (specify): \_\_\_\_\_.

5. Title of class or classes of securities to be sold in the transaction: \_\_\_\_\_

6. Type of filing under Securities Act of 1933, if applicable: \_\_\_\_\_

7. Distribution of Disclosure Statements. Check one:

☐ Disclosure statements will be provided to each purchaser at least five business days before the securities are sold to the purchaser; or

☐ Disclosure statements will not be provided based on the fact that all purchasers fall within Rule 206.102.13.

**First Notice - Section 25102 (n)** Revised 3/02

8. Filing of Disclosure Statements. Check one:

- ☐ Copies of the disclosure statements and subscription agreements are attached; or
- ☐ Copies of the disclosure statements and subscription agreements will be filed with the Commissioner within 10 days of filing this notice. Failure to comply with this request may result in an administrative penalty of up to \$1,000.

9. General Announcement of the Offering. Check one:

- ☐ A general announcement of the offering was not made and will not be made.
- ☐ A copy of the general announcement of the offering is enclosed with this notice.

Date of Publication: \_\_\_\_\_

Method of Publication (e.g., newspaper, other publications, Internet):  
\_\_\_\_\_

10. Undertaking: The issuer undertakes to deliver the disclosure statement required by paragraph (4) of Corporations Code Section 25102(n) to be delivered to specified qualified purchasers, and any supplement thereto, to the Commissioner within 10 days of the Commissioner's request for the information.

11. Date of First Notice: \_\_\_\_\_

\_\_\_\_\_  
Issuer

☐ Check if issuer already has a consent to service of process on file with the Commissioner.

\_\_\_\_\_  
Authorized Signature on behalf of Issuer

\_\_\_\_\_  
Print name and title of signatory

Name, Address, and Phone number of contact person:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Instruction: Each issuer (other than a California Corporation) filing a notice under Section 25102(n) must also file a Consent to Service of Process (Form 260.165), unless it already has a valid consent to service on file with the Commissioner.**

TO THE COMMISSIONER OF CORPORATIONS OF  
THE STATE OF CALIFORNIA

CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, \_\_\_\_\_ (a corporation, partnership or limited liability company organized under the laws of the State of \_\_\_\_\_), (an individual), (other \_\_\_\_\_) hereby irrevocably appoints the Commissioner of Corporations of the State of California, or the Commissioner's successor in office, to be the undersigned's attorney to receive service of any lawful process in any noncriminal suit, action or proceeding against the undersigned, or the undersigned's successor, executor, or administrator which arises under the California Corporate Securities Law of 1968 or any rule or order thereunder after this consent has been filed, with the same force and validity as if served personally on the undersigned.

For the purpose of compliance with the Corporations Code of the State of California, notice of the service and a copy of the process should be sent by registered or certified mail to the undersigned at the following address:

\_\_\_\_\_  
(Name and Address)

\_\_\_\_\_

Dated: \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_

By \_\_\_\_\_

Title \_\_\_\_\_

State of California )  
County of \_\_\_\_\_ )

On \_\_\_\_\_ before me, (here insert name and title of the officer), personally appeared \_\_\_\_\_ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature \_\_\_\_\_ (Seal)

Any certificate of acknowledgement taken in another state shall be sufficient in the State of California if it is taken in accordance with the laws of the place where the acknowledgement is made.